

**ENTERED**

December 22, 2022

Nathan Ochsner, Clerk

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>	§	<b>Chapter 11</b>
	§	
<b>FIELDWOOD ENERGY III LLC, et al.,</b>	§	<b>Case No. 20-33948 (MI)</b>
	§	
<b>Post-Effective Date Debtors.<sup>1</sup></b>	§	<b>(Jointly Administered)</b>
	§	

**ORDER GRANTING PLAN ADMINISTRATOR'S EMERGENCY MOTION FOR  
AUTHORITY TO SELL CERTAIN ASSETS OF POST-EFFECTIVE DATE  
DEBTOR FIELDWOOD ENERGY III LLC**

[Related Docket No. 2719]

Upon the *Emergency Motion for Authority to Sell Certain Assets of Post-Effective Date Debtor Fieldwood Energy III LLC* (the "Motion")<sup>2</sup> filed by the administrator of the chapter 11 plan (the "Plan Administrator") of the above-captioned post-effective date debtors (collectively, the "Post-Effective Date Debtors"), and prior to the effective date of the Plan (as defined below), as applicable, the "Debtors"), seeking entry of an order (this "Order") on an emergency basis authorizing the Plan Administrator to sell certain assets of Post-Effective Date Debtor Fieldwood Energy III LLC; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §1334; and consideration of the Motion and the

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<sup>1</sup> The Post-Effective Date Debtors, along with the last four digits of each Post-Effective Date Debtor's federal tax identification numbers, as applicable, are: Fieldwood Energy III LLC (6778); Fieldwood Energy Offshore LLC (4494), Fieldwood Energy Inc. (4991), GOM Shelf LLC (8107), and FW GOM Pipeline, Inc. (8440). Fieldwood Energy III LLC, Fieldwood Energy Offshore LLC, and Fieldwood Energy Inc. are managed and operated by the Plan Administrator, whose primary mailing address is 700 Canal Street, Suite 12E, Stamford CT 06920 of Province LLC. GOM Shelf LLC and FW GOM Pipeline, Inc. are managed and operated by Jon Graham, as sole manager of each Post-Effective Date FWE I Subsidiary. The Debtors in the other nine pending chapter 11 cases (which continue to be jointly administered with the cases of the Post-Effective Date Debtors), each of which have either been dissolved or merged into other entities as of the Effective Date, consist of the following: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422).

<sup>2</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the Emergency Motion.

requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and all objections, if any, to the Motion having been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Plan Administrator is authorized to sell, assign or otherwise dispose of the GUC Warrants issued under the Plan (a “Disposition”).

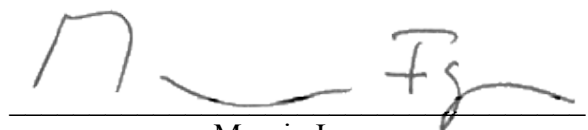
2. The Plan Administrator is further authorized to use the proceeds from any Disposition(s) to pay all expenses associated therewith, including the expenses incurred by the Plan Administrator and/or Fieldwood Energy III LLC in connection with marketing and selling the GUC Warrants, and seeking any relief from the Court in connection with such Disposition, including the expense of preparing and prosecuting the Motion. All other proceeds of any Disposition(s) shall be preserved by Fieldwood Energy III LLC for the benefit of holders of Allowed General Unsecured Creditors (as defined in the Plan) and not expended for administrative purposes.

3. The Plan Administrator is authorized to take all actions reasonably necessary to effectuate the relief granted in this Order.

4. Notwithstanding Bankruptcy Rules 6004(h) and 6006(d), if applicable, this Order shall be effective and enforceable immediately upon entry hereof.

5. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: December 22, 2022

A handwritten signature in black ink, appearing to read 'Marvin Isgur', is written over a horizontal line.

Marvin Isgur  
United States Bankruptcy Judge